

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
Telephone: (310) 277-6910
Telecopy: (310) 201-0760

Lynn L. Tavenner, Esq. (VA Bar No. 30083)
Paula S. Beran, Esq. (VA Bar No. 34679)
TAVENNER & BERAN, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

- and -

Robert J. Feinstein, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Telecopy: (212) 561-7777

Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)
: :
Debtors. :
: Jointly Administered
-----x

**AMENDED (TO REFLECT APPROPRIATE EXHIBITS)
SECOND ORDER REGARDING LIQUIDATING TRUST'S FIRST OMNIBUS
OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN
INVALID CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED
CLAIMS, AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's First Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED as to the Claims identified on Exhibit A as attached hereto.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever reduced for all purposes in these bankruptcy cases in the manner stated in Exhibit A.
3. The Court will conduct a status conference on August 22, 2011 at 2:00 p.m. for all Claims identified on Exhibit B attached hereto.
4. The Liquidating Trust's rights to object to any claim including (without

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.

5. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2011

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP
Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
(310) 277-6910
- and -

PACHULSKI STANG ZIEHL & JONES LLP
Robert J. Feinstein, Esq.
780 Third Avenue, 36th Floor
New York, New York 10017
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, Inc. et al
Case No. 08-35653 (KRH)

Exhibit A to Second Order Regarding Liquidating Trust's First Omnibus Objection to Landlord Claims

REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

BOOKS AND RECORDS CLAIMS TO BE REDUCED						MODIFIED CLAIMS	
Date Filed	Claim Number	Name & Address	Additional Notice Address	Claim Amount	Debtor	Proposed Modified Claim	Debtor
6/29/2009	14477	Jefferson Mall Company II LLC c/o Scott M. Shaw Esq. Husch Blackwell Sanders LLP 2030 Hamilton Pl. Blvd. Ste. 150 Chattanooga, TN 37421		\$247,750.39 (\$230,911.35 is general unsecured and \$16,839.04 is administrative)	Circuit City Stores, Inc.	\$229,649.41 (\$224,945.92 is general unsecured and \$4,703.49 is administrative)	Circuit City Stores, Inc.

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

**Exhibit B to Landlord's Second Order Regarding Liquidating Trust's Omnibus Objection to Landlord Claims
Alphabetic Listing of Claims for Which Status Conference Will Take Place on August 22, 2011 at 2:00 p.m.**

Claim Holder	Claim	Exhibit
Bank of America National Association Successor by Merger to LaSalle Bank National Association Attn Diane Schapiro c o Berkadia Commercial Mortgage LLC 700 N Pearl St Ste 2200 Dallas, TX 75201	12663	Exhibit C Reduction of Certain Partially Invalid Claims
Capmark Finance Inc Keith M Aurzada & John C Leininger Bryan Cave LLP 2200 Ross Ave Ste 3300	14363	Exhibit E Invalid Claims to be Expunged
Carolina Pavilion Company c o Amy Pritchard Williams Esq K&L Gates LLP 214 N Tryon St Hearst Tower 47th Fl Charlotte, NC 28202	12915	Exhibit C Reduction of Certain Partially Invalid Claims
Carolina Pavilion Company c o Amy Pritchard Williams Esq K&L Gates LLP 214 N Tryon St Hearst Tower 47th Fl Charlotte, NC 28202	14137	Exhibit E Invalid Claims to be Expunged
Centro Properties Group ta Memphis Commons Memphis TN c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12560	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Memphis Commons Memphis TN c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12559	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Centro Properties Group ta Pensacola Square Pensacola FL c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103	12633	Exhibit E Invalid Claims to be Expunged
Centro Properties Group ta Pensacola Square Pensacola FL c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103	12625	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Sharpstown Plaza Houston Tx c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st. Fl. Philadelphia, PA 19103	8488	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Sharpstown Plaza Houston Tx c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st. Fl. Philadelphia, PA 19103	8491	Exhibit C Reduction of Certain Partially Invalid Claims
CHK LLC Augustus C Epps Jr Esq Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219	14346	Exhibit C Reduction of Certain Partially Invalid Claims
Circuit Investors #2 Ltd. A Texas Partnership c/o Niclas A. Ferland, Esq. LeClairRyan, A Professional Corporation 555 Long Wharf Drive, 8th Floor New Haven, CT 06511	9037	Exhibit G Amended Claims to be Expunged
Drexel Delaware Trust c o Midland Loan Services Inc a Delaware Corporation c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201	12647	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Drexel Delaware Trust c/o Midland Loan Services Inc., a Delaware corporation c/o Katharine Battaia Thompson and Knight LLP 1722 Routh St. Ste 1500 Dallas, Tx 75201	14347	Exhibit E Invalid Claims to be Expunged
GECCMC 2005 C2 South Lindbergh LLC (Transferee) c/o Mindy A. Mora, Esq. Bilzin Sumberg Baena Price & Axelrod LLP 200 S. Biscayne Blvd. Ste 2500 Miami, FL 33131	14420	Exhibit F Late Filed Claims to be Expunged
GECCMC 2005-C2 CC Parent, LLC (Transferee) c/o Mindy A. Mora, Esq. Bilzin Sumberg Baena Price & Axelrod LLP 200 South Biscayne Blvd., Suite 2500 Miami, FL 33131	14418	Exhibit F Late Filed Claims to be Expunged
Kimco North Rivers 692 Inc c o Morgan Lewis & Bockius LLP 101 Park Ave NY, NY 10178	11923	Exhibit C Reduction of Certain Partially Invalid Claims
Midland Loan Services Inc c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201	12258	Exhibit E Invalid Claims to be Expunged
Park National Bank c/o Woods Rogers PLC, Attn: Richard C. Maxwell 10 S. Jefferson Street, Suite 1400 Roanoke, VA 24011	11749	Exhibit G Amended Claims to be Expunged
Parker Central Plaza Ltd. c/o Lynnette R. Warman Hunton & Williams LLP 1445 Ross Ave. Ste. 3700 Dallas, Tx 75202	12761	Exhibit C Reduction of Certain Partially Invalid Claims
Parker Central Plaza Ltd. Henry Toby P. Long III & Thomas N. Jamerson Hunton & Williams LLP Riverfront Plz E. Tower 951 E. Byrd St. Richmond, VA 23219-4074	14389	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Parker Central Plaza Ltd. Henry Toby P. Long III & Thomas N. Jamerson Hunton & Williams LLP Riverfront Plz E. Tower 951 E. Byrd St. Richmond, VA 23219-4074	14389	Exhibit D Misclassified Claims
Saul Holdings Limited Partnership Matthew M. Moore & Stephen A Metz Esq Shulman Rogers Gandal Pordy & Ecker PA 11921 Rockville Pike 3rd Fl Rockville , MD 20852	13673	Exhibit C Reduction of Certain Partially Invalid Claims
Saul Holdings Limited Partnership Stephen A Metz Esq Shulman Rogers Gandal Pordy & Ecker PA 11921 Rockville Pike 3rd Fl Rockville , MD 20852	12223	Exhibit C Reduction of Certain Partially Invalid Claims
THF Chesterfield Two Development LLC THF Clarksburg Development One LLC THF Harrisonburg Crossing LLC THF ONC Development LLC Stephan W. Milo Wharton Aldhizer and Weaver PLC 125 S. Augusta St. Ste. 2000 Staunton, VA 24401	12397	Exhibit C Reduction of Certain Partially Invalid Claims
U.S. Bank National Association, as purchaser of assets of Park National Bank c/o Woods Rogers PLC, Attn: Richard C. Maxwell 10 S. Jefferson Street Suite 1400 Roanoke, VA 24011	14797	Exhibit C Reduction of Certain Partially Invalid Claims
Valley View S. C. LLC Attn: Neil E. Herman c/o Morgan Lewis & Bockius LLP 101 Park Ave. New York, NY 10178	11963	Exhibit C Reduction of Certain Partially Invalid Claims
Weingarten Nostat Inc. Attn: Jenny J. Hyun Esq. c/o Weingarten Realty Investors Houston, TX 77008 2600 Citadel Plz Dr. Ste. 125	12741	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Weingarten Nostat Inc. Attn: Lisa L. Seabron c/o Weingarten Realty Investors 2600 Citadel Plz Dr. Ste. 125 Houston, TX 77008	13984	Exhibit C Reduction of Certain Partially Invalid Claims
WRI Camp Creek Marketplace II LLC Attn: James S. Carr & Robert L. LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	13987	Exhibit E Invalid Claims to be Expunged
WRI Camp Creek Marketplace II LLC Attn: Jenny J. Hyun Esq. c/o Weingarten Realty Investors 2600 Citadel Plaza Dr. Ste. 125 Houston, TX 77008	9718	Exhibit C Reduction of Certain Partially Invalid Claims